

**UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE**

In re:)	Chapter 11
)	
W.R. GRACE & CO.,)	Case No. 00-01139 (JJF)
)	(Jointly Administered)
Debtors.)	
)	Objections due by: 10/29/01 @ 4 p.m.
)	Hearing Date: 11/5/01 @ 2 p.m.

**ORDER COMPELLING DEBTORS TO COMPLY WITH 11 U.S.C. § 365(d)(10)
AND FOR ALLOWANCE AND PAYMENT OF ADMINISTRATIVE
EXPENSES, OR, IN THE ALTERNATIVE, FOR ADEQUATE PROTECTION**

The Court, having considered the motion of Caterpillar Financial Services Corporation to Compel Debtors to Comply with 11 U.S.C. § 365(d)(10) and for Allowance and Payment of Administrative Expenses, or, in the Alternative, for Adequate Protection (the “Motion”), and the Court having reviewed the Motion and finding that (a) the Court has jurisdiction over this matter pursuant to 28 U.S.C. §§ 157 and 1334, (b) this is a core proceeding pursuant to 28 U.S.C. § 157(b)(2) and (c) notice of the Motion was sufficient; and the Court having determined that the legal and factual basis set forth in the Motion establish good cause for granting the Motion, it is hereby:

ORDERED that the Motion is GRANTED; and

IT IS FURTHER ORDERED that:

1. Pursuant to 11 U.S.C. §§ 365(d)(10) and 503(b)(1)(A), Debtor shall pay to Caterpillar **\$40,572.99** constituting Debtor’s post-petition obligations under the Leases (as that term is defined in the Motion) up to November. Thereafter, Debtor shall perform all of its obligations under the applicable Leases; and

2. In the event that Debtor does not fulfill its obligations under the Leases, the automatic stay under 11 U.S.C. § 362 shall be modified so that Caterpillar shall be permitted to repossess its Equipment

SO ORDERED THIS _____ day of _____, 2001

The Honorable Joseph J. Farnan, Jr.
United States District Court Judge